

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

SEARS HOLDINGS CORPORATION, *et
al.*,

Debtors.¹

Chapter 11

Case No. 18-23538 (RDD)

(Jointly Administered)

**NINTH MONTHLY FEE STATEMENT OF FTI CONSULTING, INC. FOR
COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF
EXPENSES INCURRED AS FINANCIAL ADVISOR TO THE OFFICIAL
COMMITTEE OF UNSECURED CREDITORS FOR THE PERIOD FROM
JULY 1, 2019 THROUGH JULY 31, 2019**

Name of Applicant: FTI Consulting, Inc.

Authorized to provide Professional Services
to: Official Committee of Unsecured Creditors

1 The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); and Sears Brands Management Corporation (5365). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

Date of Retention: December 19, 2018, *nunc pro tunc* to
October 25, 2018

Period for which compensation and
reimbursement is sought: July 1, 2019 through July 31, 2019

Monthly Fees Incurred: \$116,633.50

Monthly Expenses Incurred: \$720.00

Total Fees and Expenses: \$117,353.50

This is a: X monthly ____ interim ____ final application

This statement (the “**Fee Statement**”) of FTI Consulting, Inc. (together with its wholly owned subsidiaries and independent contractors, “**FTI**”) as financial advisor to the Official Committee of Unsecured Creditors of Sears Holdings Corporation, *et al.* (the “**Committee**”) is submitted in accordance with the *Order Authorizing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [ECF No.796] entered on November 16, 2018, (the “**Order**”). In support of this Fee Statement, FTI respectfully states as follows.

1. The fees and expenses for the period from July 1, 2019 through and including July 31, 2019 (the “**Ninth Fee Period**”) amount to:

Professional Fees	\$116,633.50
Expenses	<u>720.00</u>
<u>TOTAL</u>	<u>\$117,353.50</u>

2. In accordance with the Order, if no timely and proper objection is made by a party-in-interest within fifteen (15) days after service of this Fee Statement, the Debtors are authorized to pay 80% of professional fees and 100% of out-of-pocket expenses. These amounts are presented below.

Professional Fees at 80%	\$93,306.80
Expenses at 100%	<u>720.00</u>
TOTAL	<u>\$94,026.80</u>

3. The professionals providing services, hourly billing rates, the aggregate hours worked by each professional, and the aggregate hourly fees for each professional during the Ninth Fee Period are set forth on the schedule annexed hereto as **Exhibit “A.”**

4. A summary of aggregate hours worked and aggregate hourly fees for each task code during the Ninth Fee Period is set forth on the schedule annexed hereto as **Exhibit “B.”**

5. Detailed time entry by task code during the Ninth Fee Period is set forth on the schedule annexed hereto as **Exhibit “C.”**

6. A summary of expenses incurred during the Ninth Fee Period is set forth on the schedule annexed hereto as **Exhibit “D.”**

7. Detailed breakdown of the expenses incurred during the Ninth Fee Period is set forth on the schedule annexed hereto as **Exhibit “E.”**

8. FTI reserves the right to request, in subsequent fee statements and applications, any fees and reimbursement of any additional expenses incurred during the Ninth Fee Period, as such fees and expenses may not have been captured to date in FTI’s billing system.

NOTICE AND OBJECTION PROCEDURES

9. Notice of this Fee Statement shall be given by hand or overnight delivery or email where available upon (i) Sears Holdings Corporation, 3333 Beverly Road, Hoffman Estates, Illinois 60179, Attention: Mohsin Y. Meghji (email: mmeghji@miiipartners.com); (ii) counsel to the Debtors, Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, NY 10153, Attention: Ray C. Schrock (email: ray.schrock@weil.com), Jacqueline Marcus (email: jacqueline.marcus@weil.com), Garrett A. Fail (email: garrett.fail@weil.com), and Sunny Singh (email: sunny.singh@weil.com); (iii) William K. Harrington, the United States Trustee, U.S. Federal Office Building, 201 Varick Street, Suite 1006, New York, NY 10014, Attention: Paul Schwartzberg (e-mail: paul.schwartzberg@usdoj.gov) and Richard Morrissey (e-mail: richard.morrissey@usdoj.gov); and (iv) counsel to Bank of America, N.A., Skadden, Arps, Slate, Meagher & Flom LLP, 4 Times Square, New York, NY 10036, Attention: Paul D. Leake (email: paul.leake@skadden.com), Shana A. Elberg (email: shana.elberg@skadden.com) and George R. Howard (email: george.howard@skadden.com); (v) Paul E. Harner, fee examiner, 1675 Broadway, New York, NY 10019 (email: harnerp@ballardspahr.com); and (vi) counsel to the fee examiner, Ballard Spahr LLP, 1675 Broadway, New York, NY 10019, Attention: Vincent J. Marriott (email: marriott@ballardspahr.com) and Tobey M. Daluz (email: daluzt@ballardspahr.com) (collectively, the “Notice Parties”).

10. Objections to this Fee Statement, if any, must be filed with the Court and served upon the Notice Parties so as to be received no later than October 21, 2019 (the “Objection Deadline”), setting forth the nature of the objection and the amount of fees or expenses at issue (an “Objection”).

11. If no objections to this Fee Statement are filed and served as set forth above, the Debtors shall promptly pay eighty percent (80%) of the fees and one hundred percent (100%) of the expenses identified herein.

12. If an objection to this Fee Statement is received on or before the Objection Deadline, the Debtors shall withhold payment of that portion of this Fee Statement to which the objection is directed and promptly pay the remainder of the fees and disbursements in the percentages set forth above. To the extent such an objection is not resolved, it shall be preserved and scheduled for consideration at the next interim fee application hearing to be heard by the Court.

Dated: New York, New York
October 4, 2019

FTI CONSULTING, INC.
Financial Advisors to the Official Committee of
Unsecured Creditors of Sears Holdings Corporation

By: /s/ Matthew Diaz
Matthew Diaz, Senior Managing Director
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EXHIBIT A

SEARS HOLDINGS CORPORATION, et al. - CASE NO. 18-23538
SUMMARY OF HOURS BY PROFESSIONAL
FOR THE PERIOD JULY 1, 2019 TO JULY 31, 2019

Professional	Position	Specialty	Billing Rate	Total Hours	Total Fees
Greenspan, Ronald F	Sr Managing Dir	Real Estate	\$ 1,195	0.5	\$ 597.50
Simms, Steven	Sr Managing Dir	CF - Core	1,195	2.5	2,987.50
Star, Samuel	Sr Managing Dir	CF - Core	1,095	4.6	5,037.00
Joffe, Steven	Sr Managing Dir	CF - Tax	1,095	1.0	1,095.00
Diaz, Matthew	Sr Managing Dir	CF - Core	1,050	17.0	17,850.00
Nelson, Cynthia A	Sr Managing Dir	Real Estate	1,050	1.9	1,995.00
Gotthardt, Gregory	Sr Managing Dir	Real Estate	775	5.8	4,495.00
Eisler, Marshall	Senior Director	CF - Core	795	27.4	21,783.00
Khazary, Sam	Senior Director	CF - Core	795	4.8	3,816.00
Peterson, Stephen	Senior Director	Real Estate	560	2.0	1,120.00
McCaskey, Morgan	Sr Consultant	CF - Core	595	2.5	1,487.50
Kaneb, Blair	Consultant	CF - Core	400	41.8	16,720.00
Kim, Ye Darm	Consultant	CF - Core	400	92.2	36,880.00
Hellmund-Mora, Marili	Project Asst	CF - Core	275	2.8	770.00
GRAND TOTAL			206.8		\$ 116,633.50

EXHIBIT B

SEARS HOLDINGS CORPORATION, et al. - CASE NO. 18-23538
SUMMARY OF HOURS BY TASK
FOR THE PERIOD JULY 1, 2019 TO JULY 31, 2019

Task Code	Task Description	Total Hours	Total Fees
5	Real Estate Issues	13.5	\$ 8,851.00
11	Prepare for and Attend Court Hearings	2.1	\$ 2,364.50
13	Analysis of Other Miscellaneous Motions	6.8	\$ 2,720.00
14	Analysis of Claims/Liab Subject to Compr	0.6	\$ 630.00
16	Analysis, Negotiate and Form of POR & DS	4.8	\$ 4,410.00
17	Wind Down Monitoring	20.2	\$ 9,636.50
18	Potential Avoidance Actions & Litigation	128.6	\$ 68,838.00
19	Case Management	5.0	\$ 5,313.00
20	General Mtgs with Debtor & Debtors' Prof	0.6	\$ 630.00
21	General Mtgs with UCC & UCC Counsel	7.4	\$ 5,749.00
22	Meetings with Other Parties	0.7	\$ 786.50
24	Preparation of Fee Application	16.5	\$ 6,705.00
GRAND TOTAL		206.8	116,633.50

EXHIBIT C

SEARS HOLDINGS CORPORATION, et al. - CASE NO. 18-23538

DETAIL OF TIME ENTRIES

FOR THE PERIOD JULY 1, 2019 TO JULY 31, 2019

Task Category	Date	Professional	Hours	Activity
5	7/15/2019	Kaneb, Blair	1.5	Analyze documents related to monetized ground leases.
5	7/16/2019	Khazary, Sam	0.8	Review analysis related to monetized ground leases.
5	7/18/2019	Nelson, Cynthia A	0.3	Review and respond to email from W. Gallagher regarding proposed sale of real property.
5	7/18/2019	Khazary, Sam	1.0	Review analysis the proposed Vernon, CA real estate transaction.
5	7/18/2019	Khazary, Sam	1.0	Review analysis of the JLL property management proposal.
5	7/18/2019	Kaneb, Blair	0.9	Review and analyze the Debtors proposed real estate sales and transactions.
5	7/19/2019	Nelson, Cynthia A	0.5	Review and respond to emails from Debtor's advisors with respect to proposed management agreement with JLL.
5	7/26/2019	Nelson, Cynthia A	0.5	Review and respond to inquiries from the Debtors regarding approval of real estate transactions.
5	7/26/2019	Khazary, Sam	1.0	Review and analysis of the proposed Texarkana, TX real estate transaction.
5	7/30/2019	Nelson, Cynthia A	0.3	Participate in internal meeting re: ongoing real estate sales.
5	7/30/2019	Khazary, Sam	1.0	Review and analyze the proposed Lithuania, GA real estate transaction.
5	7/30/2019	Peterson, Stephen	2.0	Provide analysis of Debtors' proposed sale of the Sears store at the Mall at Stonecrest and current developments at the mall.
5	7/30/2019	Kaneb, Blair	1.5	Review status of ongoing real estate sales.
5	7/31/2019	Nelson, Cynthia A	0.3	Review and respond to debtor inquiries regarding proposed real estate sales.
5	7/31/2019	Kaneb, Blair	0.9	Create analysis of Lithonia, GA sale price.
5 Total			13.5	
11	7/23/2019	Simms, Steven	1.1	Attend hearing telephonically on 507B claims.
11	7/23/2019	Diaz, Matthew	1.0	Attend hearing on 507B claims telephonically.
11 Total			2.1	
13	7/15/2019	Kim, Ye Darm	2.3	Analyze IP/Ground Lease Term Loan sources and uses.
13	7/16/2019	Kim, Ye Darm	2.3	Analyze IP/Ground Lease term loan credit amendments.
13	7/16/2019	Kim, Ye Darm	1.1	Continue analysis of IP/Ground Lease term loan sources and uses.
13	7/16/2019	Kim, Ye Darm	1.1	Continue review of IP/Ground Lease term loan credit amendments.
13 Total			6.8	
14	7/26/2019	Diaz, Matthew	0.6	Perform review of tax claims filed.
14 Total			0.6	
16	6/11/2019	Kim, Ye Darm	1.2	Review counsel's memo on outstanding APA disputes between Debtors and Transform.
16	7/1/2019	Simms, Steven	0.6	Review outstanding plan confirmation issues re: APA disputes.
16	7/3/2019	Diaz, Matthew	1.1	Review the Debtors' brief in connection with the Transform dispute.
16	7/10/2019	Star, Samuel	0.4	Review summary of Transform APA issues and impact on estate solvency.
16	7/10/2019	Star, Samuel	0.2	Review Debtors' revised disclosure statement.
16	7/10/2019	Diaz, Matthew	0.5	Review Debtors' revised disclosure statement.
16	7/11/2019	Star, Samuel	0.5	Review summary of Transform APA hearing and asses potential impact on estate.
16	7/12/2019	Star, Samuel	0.3	Review updated solvency tracker for information on treatment of open Transform APA issues.
16 Total			4.8	
17	7/8/2019	Diaz, Matthew	0.5	Review updated administrative solvency tracker provided by the Debtors
17	7/11/2019	Star, Samuel	0.1	Review and compare latest solvency tracker to projected cash at emergence in disclosure statement.
17	7/18/2019	Simms, Steven	0.3	Participate in internal meeting re: administrative solvency issues.
17	7/18/2019	Star, Samuel	0.3	Participate in internal meeting re: administrative solvency issues.
17	7/19/2019	Kim, Ye Darm	2.8	Review Debtors and 2L responses and motions re: APA disputes.
17	7/24/2019	Kim, Ye Darm	1.7	Prepare responses to Counsel's request re: solvency tracker.
17	7/24/2019	Kim, Ye Darm	2.0	Continue preparation of responses to Counsel's request re: solvency tracker.
17	7/24/2019	Kim, Ye Darm	3.6	Prepare sensitivity analysis of latest estimates re: APA disputes.
17	7/24/2019	Kim, Ye Darm	1.8	Create analysis of solvency estimate per latest APA estimates.

EXHIBIT C

SEARS HOLDINGS CORPORATION, et al. - CASE NO. 18-23538

DETAIL OF TIME ENTRIES

FOR THE PERIOD JULY 1, 2019 TO JULY 31, 2019

Task Category	Date	Professional	Hours	Activity
17	7/25/2019	Diaz, Matthew	1.1	Perform detailed review of the updated solvency tracker analysis.
17	7/25/2019	Kim, Ye Darm	2.4	Prepare additional summary slides re: APA disputes.
17	7/25/2019	Kaneb, Blair	1.5	Create summary analysis of latest solvency tracker for Counsel.
17	7/27/2019	Kim, Ye Darm	2.1	Process revisions to summary slides re: APA disputes.
17 Total			20.2	
18	7/1/2019	Eisler, Marshall	1.8	Analyze counsel's memo re: outstanding APA dispute items.
18	7/2/2019	Eisler, Marshall	1.4	Participate in call with admin creditor re: outstanding APA disputes.
18	7/2/2019	Eisler, Marshall	1.8	Review documents identified by counsel re: purchase price allocation.
18	7/2/2019	Kim, Ye Darm	1.6	Review purchase price sources and uses of prepetition transactions.
18	7/5/2019	Gotthardt, Gregory	2.3	Review additional discovery documents and participate in discussion with Counsel regarding relevance to litigation claims.
18	7/7/2019	Eisler, Marshall	2.3	Prepare exhibit re: historical stock ownership by insiders.
18	7/8/2019	Kim, Ye Darm	1.1	Create analysis of Sears historical market cap.
18	7/10/2019	Diaz, Matthew	1.0	Review summary slides of Sears' prepetition transactions.
18	7/12/2019	Diaz, Matthew	2.5	Participate in discussion re: estimation of litigation proceeds from causes of action.
18	7/12/2019	McCaskey, Morgan	1.0	Review debt refinancing transactions analysis.
18	7/12/2019	Gotthardt, Gregory	2.3	Review of solvency information and call with Akin Gump to discuss solvency issues and litigation proceeds.
18	7/12/2019	Kim, Ye Darm	3.2	Prepare responses to Counsel's request re: prepetition transactions.
18	7/12/2019	Kim, Ye Darm	3.5	Continue to prepare responses to Counsel's request re: prepetition transactions.
18	7/15/2019	Kim, Ye Darm	0.9	Prepare summary of Sears historical asset dispositions.
18	7/15/2019	Eisler, Marshall	1.7	Review exhibit summarizing sources and uses for recent debt financing.
18	7/15/2019	Eisler, Marshall	0.9	Review draft responses to diligence questions posed by Counsel.
18	7/16/2019	Eisler, Marshall	1.1	Participate in call with Akin re: questions re: transactions investigations.
18	7/16/2019	Eisler, Marshall	1.9	Prepare for call with Counsel re: diligence questions for prepetition investigations.
18	7/16/2019	Eisler, Marshall	1.7	Provide revisions to exhibit showing benefits received by non-guarantors of certain facilities.
18	7/16/2019	McCaskey, Morgan	0.5	Review responses re: Akin questions crafted by FTI team.
18	7/16/2019	Kim, Ye Darm	1.3	Review analysis of ESL debt holdings.
18	7/16/2019	Kaneb, Blair	3.2	Prepare summary of responses to Counsel's requests.
18	7/17/2019	Kim, Ye Darm	0.9	Research historical equity ownership of Sears.
18	7/17/2019	Kim, Ye Darm	1.2	Continue preparation of investigations responses to Counsel's request.
18	7/19/2019	Eisler, Marshall	2.7	Review exhibits summarizing diligence responses to Akin
18	7/19/2019	Kim, Ye Darm	1.8	1.8 Analyze certain accounting disclosures per Counsel's request.
18	7/19/2019	Kim, Ye Darm	0.9	0.9 Research stock transfer agent for prepetition transactions.
18	7/22/2019	Kim, Ye Darm	1.4	1.4 Continue to analyze historical equity ownership.
18	7/22/2019	Eisler, Marshall	1.9	1.9 Analyze complaint against ESL and related parties as filed by the Restructuring Committee.
18	7/22/2019	Diaz, Matthew	1.3	1.3 Review of responses to counsel re: prepetition transactions litigation.
18	7/22/2019	Kim, Ye Darm	1.6	1.6 Prepare response re: Sears transaction transfer agent research.
18	7/22/2019	Kim, Ye Darm	2.4	2.4 Prepare summary slides of responses to Counsel re: prepetition transactions.
18	7/22/2019	Kim, Ye Darm	2.1	2.1 Analyze restructuring subcommittee's complaint to ESL and other parties.
18	7/22/2019	Kim, Ye Darm	1.6	1.6 Continue analysis of restructuring subcommittee's complaint to ESL and other parties.
18	7/22/2019	Kaneb, Blair	2.2	2.2 Research and prepare summary of a prepetition spin-off transaction.
18	7/22/2019	Kaneb, Blair	2.3	2.3 Continue research and prepare summary of a prepetition spin-off transaction.
18	7/23/2019	Diaz, Matthew	0.5	0.5 Review summary of a prepetition spin-off transaction.
18	7/23/2019	Kim, Ye Darm	2.3	2.3 Prepare response for counsel re: historical ownership of Sears debt.
18	7/23/2019	Kim, Ye Darm	1.4	1.4 Continue preparation of analysis re: historical ownership of Sears debt.

EXHIBIT C

SEARS HOLDINGS CORPORATION, et al. - CASE NO. 18-23538

DETAIL OF TIME ENTRIES

FOR THE PERIOD JULY 1, 2019 TO JULY 31, 2019

Task Category	Date	Professional	Hours	Activity
18	7/23/2019	Kim, Ye Darm	1.4	Continue preparation of responses re: Sears historical solvency.
18	7/23/2019	Kaneb, Blair	2.7	Prepare slides re: recent debt transactions.
18	7/23/2019	Kaneb, Blair	2.5	Continue preparation of slides re: recent debt transactions.
18	7/24/2019	Kaneb, Blair	3.5	Process revisions for slides re: prepetition spin-off transaction.
18	7/24/2019	Kaneb, Blair	3.4	Process revisions to slides re: debt financing transactions.
18	7/25/2019	Eisler, Marshall	2.1	Analyze latest solvency tracker as provided by M3 re: forecasted liquidity.
18	7/25/2019	Kim, Ye Darm	3.7	Prepare additional summary slides re: prepetition transactions.
18	7/25/2019	Kim, Ye Darm	2.9	Prepare additional summary slides re: solvency analyses for counsel.
18	7/26/2019	Kim, Ye Darm	2.5	Create analysis of estimated damages to Debtors re: prepetition transactions.
18	7/26/2019	Kim, Ye Darm	2.3	Create analysis of estimated damages to Debtors re: prepetition spin-off transaction.
18	7/26/2019	Kim, Ye Darm	2.3	Create analysis of estimated damages to Debtors re: prepetition rights-offering transaction.
18	7/26/2019	Kaneb, Blair	1.0	Process revisions to summary slides re: prepetition transactions.
18	7/29/2019	Kim, Ye Darm	1.8	Review Sears historical earnings call transcripts.
18	7/29/2019	Kim, Ye Darm	2.4	Continue review of Sears' historical earnings call transcripts and presentations.
18	7/29/2019	Kim, Ye Darm	1.6	Create summary of observations re: historical earnings call transcripts.
18	7/29/2019	Kaneb, Blair	2.3	Prepare summary of observations re: outstanding requests.
18	7/29/2019	Eisler, Marshall	2.1	Reconcile summary of D&P's solvency opinion to source documents.
18	7/29/2019	Diaz, Matthew	1.1	Review open items and next steps on the requests by Counsel re: potential litigation proceeds.
18	7/29/2019	Kim, Ye Darm	2.1	Review Debtors' internal solvency memos and prepare summary of observations.
18	7/29/2019	Kim, Ye Darm	1.9	Continue review of internal solvency memos and prepare summary of observations.
18	7/30/2019	Kim, Ye Darm	2.2	Continue review of Sears historical earnings calls.
18	7/30/2019	Eisler, Marshall	2.2	Review historical 10Q's and 10K's in order to respond to Counsel's diligence request.
18	7/30/2019	Greenspan, Ronald F	0.5	Participate in internal meeting re: litigation proceeds.
18	7/30/2019	Kim, Ye Darm	1.2	Review Sears historical financial statements.
18	7/31/2019	Eisler, Marshall	1.8	Continue review historical 10Q's and 10K's in order to respond to Counsel's diligence request.
18	7/31/2019	Kim, Ye Darm	2.3	Prepare response re: public disclosures by certain parties.
18	7/31/2019	Kim, Ye Darm	1.8	Continue preparing response re: historical financial statements analysis.
18	7/31/2019	Kim, Ye Darm	1.6	Continue preparation of research request for counsel.
18	7/31/2019	Kim, Ye Darm	1.9	Review historical analyst reports of Sears.
18 Total			128.6	
19	7/9/2019	Star, Samuel	0.3	Participate in internal meeting re: preparation for UCC call.
19	7/9/2019	Diaz, Matthew	0.5	Participate in internal meeting to discuss the case status and related next steps.
19	7/10/2019	Star, Samuel	0.1	Participate in internal meeting re: status of workstreams and adjustments needed subject to outcome of Transform hearing.
19	7/11/2019	Diaz, Matthew	0.6	Review hearing summary and prepare work plan re: next steps.
19	7/22/2019	Star, Samuel	0.5	Participate in internal meeting re: case status.
19	7/22/2019	Diaz, Matthew	0.8	Participate in internal meeting to discuss case next steps and priorities.
19	7/30/2019	Star, Samuel	0.5	Prepare work plan re: outstanding case issues.
19	7/30/2019	Diaz, Matthew	0.5	Participate in internal team meeting to discuss the Sears litigation and related next steps.
19	7/31/2019	Diaz, Matthew	1.2	Review of status of all requests by Counsel and update workplan.
19 Total			5.0	
20	7/25/2019	Diaz, Matthew	0.6	Participate on call with M-III re: updated solvency tracker analysis.
20 Total			0.6	
21	7/12/2019	Joffe, Steven	0.5	Participate in UCC meeting re: potential tax issues from APA disputes.

EXHIBIT C

SEARS HOLDINGS CORPORATION, et al. - CASE NO. 18-23538

DETAIL OF TIME ENTRIES

FOR THE PERIOD JULY 1, 2019 TO JULY 31, 2019

Task Category	Date	Professional	Hours	Activity
21	7/12/2019	Star, Samuel	0.4	Participate in conference call with UCC re: hearing on Transform APA disputes, MTN investigation and ESL litigation.
21	7/16/2019	Simms, Steven	0.3	Participate in discussion with counsel re: litigation proceeds.
21	7/16/2019	Star, Samuel	0.5	Participate in call with Akin re: various debt raise transactions and potential claims.
21	7/16/2019	McCaskey, Morgan	1.0	Participate in call with Akin re: questions re: transactions investigations.
21	7/16/2019	Gotthardt, Gregory	1.2	Participate in call re: solvency after transactions with Counsel.
21	7/16/2019	Kim, Ye Darm	1.1	Participate in call with Counsel re: outstanding requests on prepetition transactions.
21	7/16/2019	Kaneb, Blair	1.0	Participate in call with Counsel re: outstanding requests on prepetition transactions.
21	7/25/2019	Joffe, Steven	0.5	Participate in call with Counsel re: potential tax issues from APA disputes.
21	7/25/2019	Diaz, Matthew	0.5	Participate in a call with the UCC to discuss the 507b hearing, plan issues and other topics.
21	7/25/2019	Diaz, Matthew	0.4	Participate on call with counsel to discuss the next steps re: litigation proceeds.
21 Total			7.4	
22	7/1/2019	Star, Samuel	0.1	Participate in call with vendor representative re: case status.
22	7/2/2019	Star, Samuel	0.3	Participate in call with vendor representative re: case status.
22	7/8/2019	Star, Samuel	0.1	Participate in call with trade creditors representative re: case status.
22	7/23/2019	Simms, Steven	0.2	Participate in correspondence with creditor on outstanding case issues.
22 Total			0.7	
24	7/1/2019	Hellmund-Mora, Marili	0.5	Prepare exhibits for June fee application in compliance with bankruptcy court guidelines.
24	7/9/2019	Hellmund-Mora, Marili	0.5	Prepare exhibits for June fee application in compliance with bankruptcy court guidelines.
24	7/9/2019	Kaneb, Blair	1.8	Prepare and review time detail in June fee application in compliance with bankruptcy court guidelines.
24	7/9/2019	Kaneb, Blair	0.3	Prepare and review time detail in June fee application in compliance with bankruptcy court guidelines.
24	7/16/2019	Kaneb, Blair	0.2	Prepare and review time detail in June fee application in compliance with bankruptcy court guidelines.
24	7/17/2019	Kaneb, Blair	1.5	Prepare and review time detail in June fee application in compliance with bankruptcy court guidelines.
24	7/22/2019	Kaneb, Blair	0.5	Finalize preparation of June fee application in compliance with bankruptcy code guidelines.
24	7/23/2019	Diaz, Matthew	0.7	Review final draft of June fee application.
24	7/23/2019	Kaneb, Blair	1.7	Prepare interim fee application in accordance with bankruptcy court guidelines.
24	7/24/2019	Kaneb, Blair	1.3	Prepare interim fee application in accordance with bankruptcy court guidelines.
24	7/25/2019	Hellmund-Mora, Marili	0.8	Finalize exhibits for the June fee application.
24	7/25/2019	Kaneb, Blair	0.5	Continue preparation of interim fee application in accordance with bankruptcy court guidelines.
24	7/29/2019	Kaneb, Blair	1.1	Prepare interim fee application in accordance to bankruptcy court guidelines.
24	7/30/2019	Hellmund-Mora, Marili	0.5	Prepare exhibits for the interim fee application in accordance to bankruptcy court guidelines.
24	7/30/2019	Kaneb, Blair	0.2	Prepare exhibits for the interim fee application in accordance to bankruptcy court guidelines.
24	7/31/2019	Hellmund-Mora, Marili	0.5	Prepare exhibits for the interim fee application in accordance to bankruptcy court guidelines.
24	7/31/2019	Kim, Ye Darm	1.6	Draft summaries for certain interim fee app task codes.

EXHIBIT C

SEARS HOLDINGS CORPORATION, et al. - CASE NO. 18-23538

DETAIL OF TIME ENTRIES

FOR THE PERIOD JULY 1, 2019 TO JULY 31, 2019

Task Category	Date	Professional	Hours	Activity
24	7/31/2019	Kaneb, Blair	1.1	Prepare interim fee application in accordance with bankruptcy court guidelines.
24	7/31/2019	Kaneb, Blair	1.2	Process revisions to interim fee application to adhere to bankruptcy court guidelines.
24 Total			16.5	
Grand Total			206.8	

EXHIBIT D**SEARS HOLDINGS CORPORATION, et al. - CASE NO. 18-23538****SUMMARY OF EXPENSES****FOR THE PERIOD JULY 1, 2019 TO JULY 31, 2019**

Expense Type	Amount
Working Meals ¹	\$ 720.00
Grand Total	\$ 720.00

¹Overtime meals over \$20.00 have been reduced to \$20.00.

EXHIBIT E

SEARS HOLDINGS CORPORATION, et al. - CASE NO. 18-23538

EXPENSE DETAIL

FOR THE PERIOD JULY 1, 2019 TO JULY 31, 2019

Date	Professional	Expense Type	Expense Detail	Amount
4/23/2019	Kaneb, Blair	Working Meals	Dinner while working late in the office on the case.	\$ 20.00
4/24/2019	Kaneb, Blair	Working Meals	Dinner while working late in the office on the case.	20.00
4/25/2019	Kaneb, Blair	Working Meals	Dinner while working late in the office on the case.	20.00
5/5/2019	Eisler, Marshall	Working Meals	Dinner while working late in the office on the case.	20.00
5/5/2019	Kim, Ye Darm	Working Meals	Dinner while working late in the office on the case.	20.00
5/5/2019	Kim, Ye Darm	Working Meals	Dinner while working late in the office on the case.	20.00
5/5/2019	Kim, Ye Darm	Working Meals	Dinner while working late in the office on the case.	20.00
5/5/2019	Kaneb, Blair	Working Meals	Dinner while working late in the office on the case.	20.00
5/5/2019	Kaneb, Blair	Working Meals	Dinner while working late in the office on the case.	20.00
5/5/2019	Kaneb, Blair	Working Meals	Dinner while working late in the office on the case.	20.00
5/5/2019	Kaneb, Blair	Working Meals	Dinner while working late in the office on the case.	20.00
5/6/2019	Diaz, Matthew	Working Meals	Dinner while working late in the office on the case.	20.00
5/6/2019	Eisler, Marshall	Working Meals	Dinner while working late in the office on the case.	20.00
5/6/2019	Eisler, Marshall	Working Meals	Dinner while working late in the office on the case.	20.00
5/6/2019	Kim, Ye Darm	Working Meals	Dinner while working late in the office on the case.	20.00
5/6/2019	Kaneb, Blair	Working Meals	Dinner while working late in the office on the case.	20.00
5/7/2019	Eisler, Marshall	Working Meals	Dinner while working late in the office on the case.	20.00
5/13/2019	Kim, Ye Darm	Working Meals	Dinner while working late in the office on the case.	20.00
5/14/2019	Eisler, Marshall	Working Meals	Dinner while working late in the office on the case.	20.00
5/14/2019	Kim, Ye Darm	Working Meals	Dinner while working late in the office on the case.	20.00
5/15/2019	Kim, Ye Darm	Working Meals	Dinner while working late in the office on the case.	20.00
5/15/2019	Kaneb, Blair	Working Meals	Dinner while working late in the office on the case.	20.00
5/16/2019	Eisler, Marshall	Working Meals	Dinner while working late in the office on the case.	20.00
5/16/2019	Kaneb, Blair	Working Meals	Dinner while working late in the office on the case.	20.00
5/20/2019	Diaz, Matthew	Working Meals	Dinner while working late in the office on the case.	20.00
5/20/2019	Eisler, Marshall	Working Meals	Dinner while working late in the office on the case.	20.00
5/20/2019	Eisler, Marshall	Working Meals	Dinner while working late in the office on the case.	20.00
5/20/2019	Kim, Ye Darm	Working Meals	Dinner while working late in the office on the case.	20.00
5/20/2019	Kaneb, Blair	Working Meals	Dinner while working late in the office on the case.	20.00
6/2/2019	Kim, Ye Darm	Working Meals	Dinner while working late in the office on the case.	20.00
6/2/2019	Kaneb, Blair	Working Meals	Dinner while working late in the office on the case.	20.00
6/9/2019	Kim, Ye Darm	Working Meals	Dinner while working late in the office on the case.	20.00
6/23/2019	Eisler, Marshall	Working Meals	Dinner while working late in the office on the case.	20.00
6/23/2019	Eisler, Marshall	Working Meals	Dinner while working late in the office on the case.	20.00
6/23/2019	Kim, Ye Darm	Working Meals	Dinner while working late in the office on the case.	20.00
6/30/2019	Kim, Ye Darm	Working Meals	Dinner while working late in the office on the case.	20.00
Working Meals Total				\$ 720.00
Grand Total				\$ 720.00

Note: Dates for working meals reflect invoices in billing system and not when meal was incurred.